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*Proposed Counsel to Richmond Valley Plaza, LLC, A.E.T. Realty Holding Corp., T.M. Real Estate Holding LLC a/k/a T.M. Realty Holding Corp., and E.B. Realty Holding Corp., Debtors and Debtors-in-Possession*

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK

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In re	:
	:
RICHMOND VALLEY PLAZA, LLC,	:
A.E.T. REALTY HOLDING CORP., T.M.	:
REAL ESTATE HOLDING, LLC a/k/a T.M.	:
REALTY HOLDING CORP., AND E.B.	:
REALTY HOLDING CORP	:
	:
	:
	:
Debtors.	:
-----X	

Chapter 11

Case No. 13-\_\_\_\_\_ (\_\_\_\_) to

Case No. 13-\_\_\_\_\_ (\_\_\_\_)

**AFFIDAVIT OF JOHN NOCE PURSUANT TO LOCAL BANKRUPTCY RULE 1007-4  
IN SUPPORT OF CHAPTER 11 PETITIONS AND VARIOUS INITIAL MOTIONS**

STATE OF NEW YORK     )  
  ) SS:  
COUNTY OF RICHMOND    )

John Noce, being duly sworn and deposed, says:

1. I am the manager (the “Manager”) of Richmond Valley Plaza, LLC, (“RVP”), A.E.T. Realty Holding Corporation (“AET”), T.M. Real Estate Holding, LLC (“TM”) a/k/a T.M. Realty Holding Corporation and E.B. Realty Holding Corporation (“EB”) (collectively, the “Debtors”). On June 28, 2013 (the “Petition Date”), each of the Debtors filed

the above-captioned voluntary petitions (collectively, the “Petitions”) for relief under chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”).

2. I submit this affidavit (the “Affidavit”) in accordance with Local Bankruptcy Rule (“L.B.R.”) 1007-4, on behalf of the Debtors in connection with their Petitions and documents being filed in connection with the Petitions. Copies of the resolutions of the members and/or partners of each of the Debtors, as applicable, were filed concurrently with the Petitions commencing these Chapter 11 cases.

3. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to Bankruptcy Code Sections 1107(a) and 1108, except to the extent the management or operations of the properties may have been limited by orders issued by the Supreme Court of the State of New York, Richmond County.

4. The Debtors have not previously filed chapter 11 petitions.

5. I am the person generally familiar with the Debtors’ day-to-day business operations, books and records, business affairs and general financial condition. More specifically, I am responsible for all maintenance of the Properties, accounts payable, leasing issues, building code requirements, and contracting with third parties to perform work on the Properties (as defined below). I arrange for each of these issues to be presented to the members or shareholders of the Debtors for their approval.

6. I have reviewed the Debtors’ Petitions, schedules and all documents filed in connection with the Petitions and I am familiar with the facts alleged and any relief requested therein. Except as otherwise indicated, I have personal knowledge of the matters set forth in this affidavit or have gained knowledge of these matters from the Debtors’ books and records or from

those people who report to me in the ordinary course of my responsibilities as Manager of the Debtors. I will be responsible for the management of the Debtors during these chapter 11 cases.

7. All facts set forth in this Affidavit are based upon: (i) personal knowledge; (ii) information supplied to me by others within the Debtors' organizations; (iii) my review of relevant documents; and (iv) my opinion based upon my experience and knowledge with respect to the Debtors' operations and financial condition. All financial information submitted with this Affidavit is on an estimated and unaudited basis, unless otherwise indicated.

# **I. BACKGROUND OF THE DEBTORS AND THEIR BUSINESSES**

## **a. Small Business Disclosure**

8. The Debtors are not small business debtors within the meaning of Section 101(51D) of the Bankruptcy Code.

## **b. The Debtors' Businesses**

9. The Debtors are entities organized or incorporated in the State of New York. The Debtors are in the business of owning real property which is located in Staten Island, New York, which they have or will develop into income-generating commercial property.

10. The Debtors own several parcels of real property known as Page Avenue and Richmond Valley Road, Block 7580, Lots 1, 3 & 5, Staten Island, New York 10309 ("Lots 1, 3 & 5"), and Page Avenue and Richmond Valley Road, Block 7580, Lot 80, Staten Island, New York 10309 ("Lot 80") (together with Lots 1, 3 & 5, the "Properties").

11. The Debtors do not hire employees in the ordinary course of their business.

### **1. Richmond Valley Plaza**

12. The Richmond Valley Plaza shopping center is situated on Lots 1, 3 & 5 (adjacent to Lot 80), which is owned by AET, EB and RVP collectively, as set forth in detail

below. Richmond Valley Plaza is fully rented to premier commercial tenants, with an approximate annual rent roll of \$764,198.56 (triple net). The tenants include Starbucks, AT&T, TD Bank, a restaurant and a bakery (collectively, the “RVP Tenants”). The respective leases (the “Leases”) with the RVP Tenants are held by the specific Debtor which holds title to that Lot.

13. In or around November 2008, CBRE appraised Lots 1, 3 & 5 at approximately \$8.4 million<sup>1</sup> upon completion or stabilization of the property in or around September 1, 2009. Lots 1, 3 & 5, also known as Richmond Valley Plaza, are now fully developed and fully rented.

14. Lots 1, 3 & 5 are subject to three consolidated mortgages (the “Lots 1,3 & 5 Mortgage”) held by T.D. Bank, N.A. (“TD Bank” or the “Mortgagee”), which were extended and modified pursuant to a Mortgage Modification Agreement made by RVP, EB, AET and TD Bank on or around June 10, 2009, to form a new single secured note and mortgage in the principal amount of \$5,670,000.

15. On or around October 27, 2011, after RVP, EB and AET could not satisfy the Lots 1, 3 & 5 Mortgage by its maturity date, TD Bank filed an action in the Supreme Court of the State of New York, County of Richmond (the “State Court”), which captioned is styled: T.D. Bank, N.A. (Successor by Merger to Commerce Bank/North) v. Richmond Valley Plaza, LLC, A.E.T. Realty Holding Corp., E.B. Realty Holding Corp., T.M. Realty Holding Corp., John Noce, Alice Noce, Joseph Noce, Lisa Noce, Antonio Mandara, Lisa Mandara, Augusto Mandara, Guiseppina Mandara, Emilio Branchinelli, Judy Branchinelli, Board of Managers of the Shopowners Association, The New York State Department of Taxation and Finance, The New York City Department of Finance and John Doe #1 through John Doe #10, (Index No.

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<sup>1</sup> Debtors reserve their rights to update any and all appraised values.

130847/2011) (the “Lots 1, 3 & 5 Foreclosure Proceeding”). The Lots 1, 3, & 5 Foreclosure Proceeding is pending before the Honorable John A. Fusco, J.S.C.

16. On July 5, 2012, the State Court entered an Order Appointing Receiver in Mortgage Foreclosure Action, wherein Michael V. Ajello, Esq. (the “Receiver”) was appointed temporary receiver, for the benefit of TD Bank of all rents, profits and other revenue of Lots 3 and 5. On October 23, 2012, the Receiver advised the State Court that he could no longer act as the Receiver

17. On or around December 2012, the Receiver, TD Bank, and each of RVP, AET, EB and TM (collectively, the “Parties”) entered into a Stipulation and Order Discharging Receiver, wherein it was determined that all rent, additional rent and other amounts due and payable under the Leases would be paid directly to TD Bank to be applied towards the Debtors’ obligations to TD Bank.

18. On or around May 6, 2013, TD Bank obtained an Order and Judgment of Foreclosure and Sale with respect to Lots 1, 3 & 5 (the “Lots 1,3 & 5 Foreclosure Order”), which was recorded by the Richmond County Clerk on May 15, 2013. The Lots 1, 3 & 5 Foreclosure Order indicates that the amount owed TD Bank on account of the Lots 1, 3& 5 Mortgages is approximately \$6,332, 792.63

## **2. Lot 80**

19. Lot 80, which is currently still in development, is situated next to Lots 1, 3 & 5 on Page Avenue. Lot 80 is being developed for a 70,000 square foot shopping center, which the Debtors estimate will be completed in approximately one year. This estimated completion period includes obtaining certain necessary approvals from the City Planning Board.

20. On or about January 27, 2012, CBRE appraised Lot 80 and estimated that the property, at that time in “as is” condition was worth approximately \$10.9 million.

21. Lot 80 is also subject to a mortgage held by TD Bank in the principal amount of \$7,930,000.00 (the “Lot 80 Mortgage”).

22. The Lot 80 Mortgage is personally guaranteed, jointly and severally, by Alice Noce, Joseph Noce, Lisa Noce, Antonio Mandara, Lisa Mandara, Augusto Mandara, Guiseppina Mandara, Emil Branchinelli, Judy Branchinelli, and me (the “Guarantors”).

23. On or around August 17, 2011, after TM could not satisfy the Lot 80 Mortgage by its maturity date, TD Bank filed an action in the Supreme Court of the State of New York, County of Richmond, which captioned is styled: T.D. Bank, N.A. (Successor by Merger to Commerce Bank/North) v. TM Real Estate Holding, LLC, John Noce, Alice Noce, Joseph Noce, Lisa Noce, Antonio Mandara, Lisa Mandara, Augusto Mandara, Guiseppina Mandara, Emilio Branchinelli, Judy Branchinelli, Richmond Valley Plaza, LLC, A.E.T. Realty Holding Corp., E.B. Realty Holding Corp., T.M. Realty Holding Corp. and The Stop & Shop Supermarket Company (Index No. 130668/2011) (the “Lot 80 Foreclosure Proceeding”). The Lot 80 Foreclosure Proceeding is pending before the Honorable John A. Fusco, J.S.C.

24. On or around April 15, 2013, TD Bank obtained a judgment and order of foreclosure with respect to Lot 80 (the “Lot 80 Foreclosure Order”), which was recorded by the Richmond County Clerk on or around May 1, 2013. Lot 80 has been noticed for auction sale on July 10, 2013.

**i. T.M. Real Estate Holding, LLC a/k/a T.M. Realty Holding Corp.**

25. TM was formed under the laws of the State of New York on September 12, 2002.

26. TM's principal place of business is located at 3700 Richmond Avenue, Station Island, New York 10314.

27. TM is the owner of real property known as Block 7580, Lot 80, which is located on the corner of Page Avenue and Richmond Valley Road, Staten Island, New York 10309.

28. TM's equity holders and members are Joseph Noce, Alice Noce, Emil Branchinelli, Augusto Mandara and Antonio Mandara (collectively, the "TM Equity Holders"). Each of the TM Equity Holders holds a 20% interest in TM.

29. I am the sole manager of TM and responsible for the day-to-day activity of this Debtor.

30. TM is jointly and severally liable with the other Debtors on the Lots 1, 3 & 5 Mortgages and the Lot 80 Mortgage.

31. Pursuant to the Lot 80 Foreclosure Order, Lot 80 is scheduled for an auction sale on July 10, 2013. TM's only unsecured debt is for property taxes owed to New York City.

**ii. E.B. Realty Holding Corp.**

32. EB was incorporated under the laws of the State of New York on September 12, 2002.

33. EB's principal place of business is 3700 Richmond Avenue, Suite 2RT, Staten Island, New York 10312.

34. EB is the owner of real property known as lock 7580, Lot 5, which is located on the corner of Page Avenue and Richmond Valley Road, Staten Island, New York, 10309.

35. Lot 5 is currently being leased to G&N Cellular, Inc., Casale Bakery, Cigar Vault Emporium, Inc., and BDD Page Avenue Restaurant Corp.

36. EB's shareholders are Joseph Noce, Alice Noce, Emil Branchinelli, Augusto Mandara and Antonio Mandara (collectively, the "EB Shareholders"). Each of the EB Shareholders holds a 20% interest in EB.

37. I am EB's Chief Executive Officer and Manager of the Debtor. I manage the Debtor's day-to-day operations.

38. EB is jointly and severally liable with the other Debtors on the Lots 1, 3 & 5 Mortgages and the Lot 80 Mortgage. EB's only unsecured debt is for property taxes owed to New York City.

**iii. A.E.T. Realty Holding Corp.**

39. AET was incorporated in the State of New York on September 13, 2002.

40. AET's principal place of business is 3700 Richmond Avenue, Suite 2RT, Staten Island, New York 10312.

41. AET is the owner of real property known as lock 7580, Lot 3, which is located on the corner of Page Avenue and Richmond Valley Road, Staten Island, New York, 10309. Starbucks is the current tenant of the commercial retail space occupying this lot, pursuant to a lease with AET.

42. AET's shareholders are Joseph Noce, Alice Noce, Emil Branchinelli, Augusto Mandara and Antonio Mandara (collectively, the "AET Shareholders"). Each of the AET Shareholders holds a 20% interest in AET.

43. I am AET's Chief Executive Officer and Manager of the Debtor.



44. AET is jointly and severally liable with the other Debtors on the Lots 1, 3 & 5 Mortgages and the Lot 80 Mortgage. AET's unsecured debt is for property taxes owed to New York City and certain commissions owed to a real estate broker for the lease on Lot 3.

**iv. Richmond Valley Plaza, LLC**

45. RVP was organized under the laws of the State of New York on September 12, 2002.

46. RVP's principal place of business is 3700 Richmond Avenue, Suite 2RT, Staten Island, New York 10312.

47. As of the First Amended Operating Agreement, which was adopted on March 13, 2013, the members of RVP are as follows:

- a. RVP Holding Corp. – 5% (managing member)
- b. Joseph Noce – 19%
- c. Alice Noce – 19%
- d. Emil Branchinelli<sup>2</sup> – 19%
- e. Antonio Mandara – 19%
- f. Augusto Mandara – 19%

48. RVP is the owner of real property known as lock 7580, Lot 1, which is located on the corner of Page Avenue and Richmond Valley Road, Staten Island, New York, 10309.

49. Lot 1 is currently being leased to T.D. Bank, N.A.

50. RVP is jointly and severally liable with the other Debtors on the Lots 1, 3 & 5 Mortgages and the Lot 80 Mortgage. RVP also has unsecured debt owed for property taxes and to several trade creditors who have performed, and continue to perform, essential services

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<sup>2</sup> Mr. Branchinelli is also identified as the President of RVP Holding Corp., the managing member of RVP.

for Lots 1, 3 & 5. RVP manages all administrative and maintenance needs for Lots 1, 3 & 5 on behalf of the other Debtors.

**c. Circumstances Leading to the Filing of the Cases**

51. Since on or before November 2002, the Debtors have been the mortgagors on both the Lots 1, 3 & 5 Mortgage and the Lot 80 Mortgage (together, the “TD Bank Loans”).

52. In or around April 1, 2011 (the “Maturity Date”), the mortgages were set to mature, but the Debtors were unable to pay the balances off in full because of various issues and disputes arising in connection with the Properties.

53. The Debtors sought unsuccessfully to restructure their obligations to TD Bank over many months of negotiations. TD Bank’s imminent foreclosure sale of Lot 80 has prompted the Debtors to file these cases.

54. At this time, the total estimated value of the Properties significantly exceeds the aggregate amount owed to TD Bank.

**d. Objectives of the Chapter 11 Cases**

55. The Debtors have filed these bankruptcy proceedings in an effort to resolve issues with TD Bank while retaining ownership, management, development and possession of the Properties.

56. The Debtors anticipate they will promptly file a plan of reorganization pursuant to which TD Bank’s entire claim, as, when and to the extent allowed, will be paid in full. Through the course of these chapter 11 cases, the Debtors intend to restructure the TD Bank Loans, including exploring available options to refinance the TD Bank Loans.

**e. Committees Organized Prior to Filing**

57. No formal or informal committees of creditors or other interest holders were organized before the Petition Date.

**f. Holders of 20 Largest Unsecured Claims**

58. A list of creditors holding the twenty largest unsecured claims (excluding those persons who constitute “insiders” under section 101(31) of the Bankruptcy Code) against the Debtors is attached as Exhibit A. Exhibit A includes the creditors’ names, addresses, persons familiar with the account (if known), amount of each claim, and an indication of whether the claims are contingent, unliquidated, disputed or partially secured.

**g. Holders of Secured Claims**

59. The Debtors’ sole known secured creditor is TD Bank. Upon information and belief, TD Bank holds an alleged claim in the alleged aggregate amount of \$16,384,320.55 (the “Purported TD Bank Claim”)<sup>3</sup>, which is secured to the extent of the value of the Properties. The Debtors dispute the amount of the TD Bank Claim.

**h. Schedule of Assets and Liabilities**

60. As required by Local Bankruptcy Rule 1007-2(a)(6), unaudited schedules of each the Debtors’ assets and liabilities are attached as Exhibit B.

**i. Publicly-Held Securities**

61. No shares of stock, debentures, or other securities of the Debtor are publicly held. Accordingly, Local Bankruptcy Rule 1007-2(7) is inapplicable.

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<sup>3</sup> Nothing contained herein shall be deemed an admission of the validity, value or perfection of any secured claim against the Debtors. The Debtors reserve all rights to challenge any secured claim pursuant to the Bankruptcy Code or other applicable law.

**j. Property in Possession or Custody of Custodian**

62. As set forth in greater detail in Paragraphs 16 and 17 above, the rental income from Richmond Valley Plaza was collected by the Receiver from July 5, 2012 through October 23, 2012. Since that time, the rental income from the RVP Tenants is being paid directly to TD Bank.

63. Other than the rental income collected on Richmond Valley Plaza by TD Bank, as described in Paragraphs 16, 17 and 62, the Debtors' Properties are not in the possession or custody of any custodian, public officer, mortgagee, pledge, assignee of rents, or secured creditor, or agent for such entities.

**k. Debtors' Premises**

64. The Debtors operate their businesses from offices located at 3700 Richmond Avenue, Staten Island, New York (the "Premises").

**l. Location of Debtors' Assets and Books and Records**

65. The Debtors' primary assets are the Leases and the Properties previously identified as Lots 1, 3 & 5 and Lot 80. See Paragraphs 10, 12.

66. The Debtors' books and records are located at their business Premises, and with their accountants, Daszkowski, Tompkins, Weg & Carbonella, P.C., 1303 Clove Road, Staten Island, New York 10301, Attn: Richard Wismer, CPA.

**m. Threatened or Pending Actions Against Debtors**

67. The primary actions pending against the Debtors are the Lots 1, 3, & 5 Foreclosure Proceedings and the Lot 80 Foreclosure Proceeding, as more fully described above.

68. There is a second action pending against TM Real Estate Holding, LLC, among other defendants, which seeks specific performance of a binder agreement, dated June 13,

2011, between TM and Mansour Zandieh, for the conveyance and sale of a portion of Lot 80. The case was filed on October 10, 2012 and is pending in the Supreme Court of the State of New York, County of Richmond, which caption is styled: Mansour Zandieh v. T.M. Real Estate Holding, LLC, John Noce and T.D. Bank, N.A., Index No. 102969-12..

**n. Debtors' Senior Management**

69. I have over 25 years of experience as a real estate development professional, including the development and construction of property from raw land to large commercial retail properties.

**o. Weekly Payroll to Debtors' Employees**

70. The Debtors do not have any employees and therefore, do not anticipate having any payroll expenses post-petition.

**p. Compensation of Officers**

71. The Debtors do not intend to compensate their officers in the 30-day period following the Petition Date.

**q. Estimated Business Operations**

72. As of the Petition Date, the Debtors were not engaged in any significant business operations, other than what is required of them under the Leases or any other agreements with the Mortgagee. The Debtors are not collecting any rent under the Leases, but the shareholders and members have been paying for all maintenance, upkeep and general repairs on the Properties.

73. The Debtor's anticipate seeking Court authority to regain collection of all rents from the RVP Tenants, and such receipts and anticipated disbursement therefrom will be itemized to the Court.

**r. Other Considerations Regarding the Debtor's Reorganization**

74. The Debtors submit that they have the requisite components to formulate not only a confirmable, but also a feasible, plan of reorganization, where they can restructure the Mortgages with TD Bank directly or through additional funding. The Debtors anticipate that there is sufficient equity in the Properties and cash flow from the Leases to satisfy all claims against the Debtors and their estates.

75. The breathing space afforded by the automatic stay will allow the Debtors the time necessary to avoid the unnecessary loss in value caused by TD Bank's foreclosure sale, to retain ownership of the Properties, and to propose a plan of reorganization that will recast the mortgages on terms that are feasible to the Debtors and in a way that proposes to pay all creditors in full on account of their claims.

/s/ John Noce  
John Noce

Sworn to before me this  
28th day of June, 2013

/s/ Kathleen M. Aiello  
Kathleen M. Aiello  
Notary Public, State of New York  
No. 02AI6210801  
Qualified in New York County  
Commission expires August 31, 2013

**Exhibit A**

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK

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In re : Chapter 11

:

RICHMOND VALLEY PLAZA, LLC, : Case No. 13-\_\_\_\_\_ (\_\_\_\_) to  
Case No. 13-\_\_\_\_\_ (\_\_\_\_)

A.E.T. REALTY HOLDING CORP., T.M. :  
REAL ESTATE HOLDING, LLC a/k/a T.M.  
REALTY HOLDING CORP., AND E.B. :  
REALTY HOLDING CORP

:

Debtors. :

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**CONSOLIDATED LIST OF CREDITORS HOLDING**

**20 LARGEST UNSECURED CLAIMS**

Following is a consolidated list of Richmond Valley Plaza, LLC, ("RVP"), A.E.T. Realty Holding Corporation ("AET"), T.M. Real Estate Holding, LLC ("TM") a/k/a T.M. Realty Holding Corporation and E.B. Realty Holding Corporation ("EB") (collectively, the "Debtors"), the above-captioned debtors and debtors-in-possession, creditors holding the 20 largest unsecured claims.

The list was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in this chapter 11 case. The list does not include (i) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31), or (ii) any secured creditor among the holders of the 20 largest unsecured claims.

The list was prepared with information existing as of approximately June 28, 2013. The Debtors reserve their rights to amend the list based on information obtained subsequent to that date.

The information contained in the list shall not constitute an admission by, nor shall it be binding upon the Debtors.

	<b>Name of creditor and complete mailing address including zip code</b>	<b>Name, telephone number, fax number, and complete mailing address including zip code of employee, agent or department of creditor familiar with claim who may be contacted</b>	<b>Nature of claim (trade debt, bank loan, government contract)</b>	<b>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</b>	<b>Amount of claim (if secured state value of security)</b>
1	New York City Department of Finance  P.O. Box 680  Newark, NY 07101-0680	New York City Department of Finance  P.O. Box 680  Newark, NY 07101-0680	Property taxes		\$535,612.96
2	Global Realty Services  2222 Richmond Avenue  Staten Island, NY 10314	Howard Seidenfeld  Global Realty Services  2222 Richmond Avenue  Staten Island, NY 10314	Real Estate Broker's Commission		\$100,000
3	Winick Realty Group LLC  655 Third Avenue, 8 <sup>th</sup> Floor  New York, NY 10017	Winick Realty Group LLC  655 Third Avenue, 8 <sup>th</sup> Floor  New York, NY 10017	Real Estate Broker's Commission		\$26,280.00
4	Mari Electric  466 Wild Avenue  Staten Island, NY 10309	Mari Electric  466 Wild Avenue  Staten Island, NY 10309	Electrician		\$20,000
5	Sagona Landscaping  30 Sagona Court  Staten Island, NY 10309	Sagona Landscaping  30 Sagona Court  Staten Island, NY 10309	Snow plowing and landscaping		\$18,000
6	Calvanico Associates  2535 Victory Boulevard  Staten Island, NY 10314-6613	Calvanico Associates  2535 Victory Boulevard  Staten Island, NY 10314-6613	Architectural & Engineering Services		\$18,000
7	Trinity HVAC  168 Lee Avenue  Staten Island, NY 10307	Trinity HVAC  168 Lee Avenue  Staten Island, NY 10307	HVAC Services		\$17,000



8	Python Drain Cleaning 1549 Oakland Avenue Union, NJ 07083	Python Drain Cleaning 1549 Oakland Avenue Union, NJ 07083	Drain Cleaning		\$8,000
9	NYC Department of Environmental Protection 886 St. Nicholas Avenue New York, NY 10032	NYC Department of Environmental Protection 886 St. Nicholas Avenue New York, NY 10032			\$8,000
10	AT&T	AT&T			\$6,000
11	Con Edison	Con Edison			\$6,000
12	T.D. Bank, N.A. 1701 Route 70 East Cherry Hill, NJ 08034	T.D. Bank, N.A. 1701 Route 70 East Cherry Hill, NJ 08034	Bank Loan/Mortgage (as to Lots 1, 3 & 5)	CUD	\$0
13	T.D. Bank, N.A. 1701 Route 70 East Cherry Hill, NJ 08034	T.D. Bank, N.A. 1701 Route 70 East Cherry Hill, NJ 08034	Bank Loan/Mortgage (as to Lot 80)	CUD	\$0

THE DEBTORS RESERVE THEIR RIGHTS TO SUPPLEMENT THIS LIST TO INCLUDE OBLIGATIONS THAT MAY HAVE ACCRUED PRIOR TO THE COMMENCEMENT DATE BUT WERE NOT DUE AND PAYABLE, TO THE EXTENT THAT ANY SUCH OBLIGATIONS ARE NOT AUTHORIZED TO BE PAID BY ORDER OF THE COURT

DECLARATION UNDER PENALTY OF PERJURY

I, the Manager of the Debtors, declare under penalty of perjury that I have read the foregoing "List of Creditors Holding 20 Largest Unsecured Claims" and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers and employees.

Dated: New York, New York

June 28, 2013

RICHMOND VALLEY PLAZA, LLC, T.M. REAL  
ESTATE HOLDINGS, LLC a/k/a T.M. REALTY  
HOLDING CORP., E.B. REALTY HOLDING CORP.,  
AND A.E.T. REALTY HOLDING CORP.

By: */s/ John Noce*

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John Noce, Manager

**Exhibit B**

## SUMMARY OF DEBTOR'S ASSETS AND LIABILITIES

*(Unaudited)***Assets:**

Bank Accounts	Nominal
Leases (annual rent roll)	\$764,198.56 (triple net)
Real Property	
(96-126 Page Avenue, Staten Island, NY)	\$19,300,000.00
Lots 1, 3 & 5	\$8,400,000.00
Lot 80	\$10,900,000.00

**Liabilities:**

New York City Department of Finance	\$ 535,612.96
Global Realty Services	\$ 100,000.00
Winick Realty Group LLC	\$ 26,280.00
Mari Electric	\$ 20,000.00
Sagona Landscaping	\$ 18,000.00
Calvanico Associates	\$ 18,000.00
Trinity HVAC	\$ 17,000.00
Python Drain Cleaning	\$ 8,000.00
NYC Department of Environmental Protection	\$ 8,000.00
AT&T	\$ 6,000.00
Con Edison	\$ 6,000.00
T.D. Bank, N.A. (Contingent, Unliquidated and Disputed)	\$ 0.00